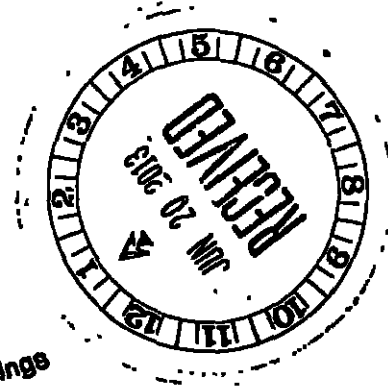


Vinson&Elkins

John M. Robinson jrobinson@vetlaw.com
Tel +1 202 639 6530 Fax +1 202 639 6604

June 20, 2013

The Honorable Cynthia T. Brown, Chief
Section of Administration
Surface Transportation Board
395 E Street, SW
Suite 1260
Washington, DC 20423-0001



ENTERED
Office of Proceedings

JUN 20 2013

Part of
Public Record

Re: Finance Docket No. 35744, Charles Barenfanger, Jr. and Agracel, Inc.
Continuance in Control Exemption - Vandalia Railroad Company

Dear Ms. Brown,

Enclosed for filing please find the original and ten copies of a Verified Notice of Exemption under 49 C.F.R. § 1180.2(d)(2) in the above-captioned matter.

Also enclosed is a check in the amount of \$1,700.00 for the filing fee.

Please acknowledge receipt and filing of the enclosed on the duplicate copy of this letter and return it to the undersigned in the self-addressed, stamped envelope provided for that purpose.

Very truly yours,

FEE RECEIVED

JUN 20 2013

**SURFACE
TRANSPORTATION BOARD**

John M. Robinson

John M. Robinson
Attorney for Charles Barenfanger, Jr.
and Agracel, Inc.

Enclosures

cc: Charles Barenfanger, Jr.

FILED

JUN 20 2013

**SURFACE
TRANSPORTATION BOARD**

Vinson & Elkins LLP Attorneys at Law
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London Moscow
New York Palo Alto Riyadh San Francisco Shanghai Tokyo Washington

2200 Pennsylvania Avenue NW, Suite 500 West
Washington, DC 20037-1701
Tel +1 202 639 6500 Fax +1 202 639 6604 www.vetlaw.com

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35744

CHARLES BARENFANGER, JR. and AGRACEL, INC. — CONTINUANCE IN
CONTROL EXEMPTION — VANDALIA RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION UNDER
49 C.F.R. § 1180.2(d)(2)

Applicants

Charles Barenfanger, Jr.
129 N. Kennedy Boulevard
Room 101
Vandalia, IL 62471

and

Agracel, Inc.
2201 Willenborg Avenue
Suite 2
Effingham, IL 62401

Attorney for Applicants

John M. Robinson
Vinson & Elkins LLP
2200 Pennsylvania Avenue, NW
Suite 500 West
Washington, DC 20037-1701
(202) 639 6530 – Phone
(202) 639.6604 – Facsimile
jrobinson@velaw.com

FEE RECEIVED

JUN 20 2013

**SURFACE
TRANSPORTATION BOARD**

ENTERED
Office of Proceedings
JUN 20 2013
Part of
Public Record

June 20, 2013



FILED

JUN 20 2013

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35744

CHARLES BARENFANGER, JR and AGRACEL, INC. — CONTINUANCE IN
CONTROL EXEMPTION — VANDALIA RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION UNDER
49 C.F.R. § 1180.2(d)(2)

Pursuant to the class exemption at 49 C.F.R. § 1180.2(d)(2), Charles Barenfanger, Jr. and Agracel, Inc. ("Applicants") hereby provide this Verified Notice of Exemption from 49 U.S.C. § 11323 for its continuance in control of Vandalia Railroad Company upon their acquisition of the stock of Vandalia.

Charles Barenfanger, Jr will own 51 percent and Agracel, Inc. will own 49 percent.
There are no related transactions.

INFORMATION REQUIRED BY 49 C.F.R. § 1180.6(a)(1)

(1) A description of the proposed transaction, including appropriate references to any supporting exhibits and statements contained in the application and discussing the following

(i) A brief summary of the proposed transaction, the name of applicant, the business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed

The proposed transaction is the continuance in control of Vandalia by Applicants upon acquisition of all of the common stock of Vandalia. Vandalia presently operates 3.45 miles of former Illinois Central Railroad Mainline between mile posts 689.09 and 692.54 in Vandalia, Illinois. The parties intend to consummate the transaction no sooner than the effective date of that Notice of Exemption.

Applicants control the following rail carriers who operate in the States noted.

<u>Carrier</u>	<u>State</u>
Effingham Railroad Company	Illinois
Illinois Western Railroad Company	Illinois

Applicants hereby certify that (1) the properties to be operated by Vandalia and the properties operated by the rail carriers listed above do not connect with each other, (2) the proposed continuance in control is not part of a series of anticipated transactions that would connect the carriers with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I carrier. Therefore, pursuant to 49 C.F.R. § 1180.2(d)(2), the proposed transaction is exempt from the prior approval requirements of 49 U.S.C. § 11323.

Applicants are Charles Barenfanger, Jr., 129 N. Kennedy Boulevard, Vandalia, IL 62471, and Agracel, Inc., 2201 Willenborg Avenue, Suite 2, Effingham, IL 62401.

Applicants' counsel to whom questions may be addressed regarding the proposed transaction is John M. Robinson, Vinson & Elkins LLP, 2200 Pennsylvania Avenue, NW, Suite 500 West, Washington, DC 20037-1701; Telephone: 202.639.6530; Facsimile: 202.639.6604; email: jrobinson@vclaw.com.

(ii) The proposed time schedule for consummation of the proposed transaction.

The proposed transaction is scheduled to be consummated no sooner than the effective date of this Notice of Exemption, but no later than 30 days after filing this Notice.

(iii) The purpose sought to be accomplished by the proposed transaction, e.g. operating economics, eliminating excess facilities, improving service, or improving the financial viability of the applicants.

The purpose sought to be accomplished by the proposed transaction is the achievement of operating efficiency and improved rail service in Vandalia, Illinois

(2) A list of the State(s) in which any part of the property of each applicant carrier is situated

Vandalia Railroad Company manages rail properties in Illinois.

(3) Map (Exhibit 1). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relation to each other, short line connections, other rail lines in the territory, and the principle geographical points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board

Attached to this Notice as Appendix 1 are maps showing:

- (a) The rail lines operated by the Vandalia Railroad Company
- (b) The rail lines operated by the Effingham Railroad Company
- (c) The line owned by the Illinois Western Railroad Company

(7)(ii) Agreement Submit a copy of any contract or other written instruments entered into or proposed to be entered into pertaining to the proposed transaction

No written contract bears on the proposed continuance and control transaction.

(g)(1)(i) Indicate the level of labor protection to be imposed.

Labor protection is not relevant as Vandalia is a Class III carrier. See Finance Docket 35704, Carload Express, Inc. – Continuance in Control Exemption – Ohio Terminal Railway Company (2012)

VERIFICATION

Attached to this Notice as Appendix 2 is a verification of the statements made in this notice.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C.F.R. § 1105.6(c)(2), no environmental documentation or report is required for the proposed transaction. Pursuant to 49 C.F.R. § 1105.8(b)(2) no historic documentation or report is required for the proposed transaction.

CAPTION SUMMARY

Attached to this Notice as Appendix 3 is the required caption summary.

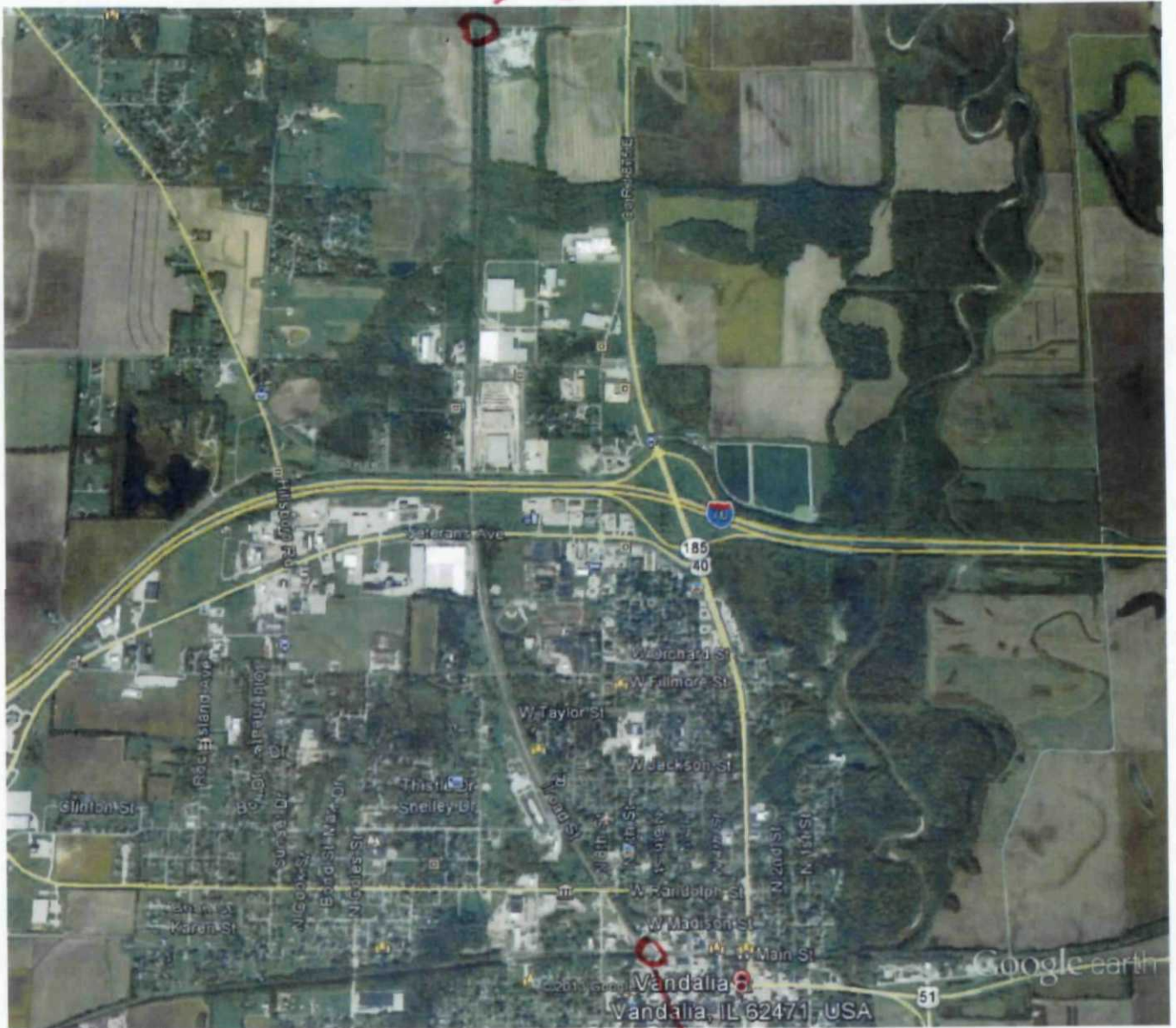
CONCLUSION

WHEREFORE, the Board should publish this Notice of Exemption in the Federal Register within 16 days of its filing so Applicants can consummate the transactions at the earliest possible date.

Respectfully submitted,

By: John M. Robinson
John M. Robinson
Attorney for Charles Barenfanger, Jr.
and Agracel, Inc.

Date June 20, 2013

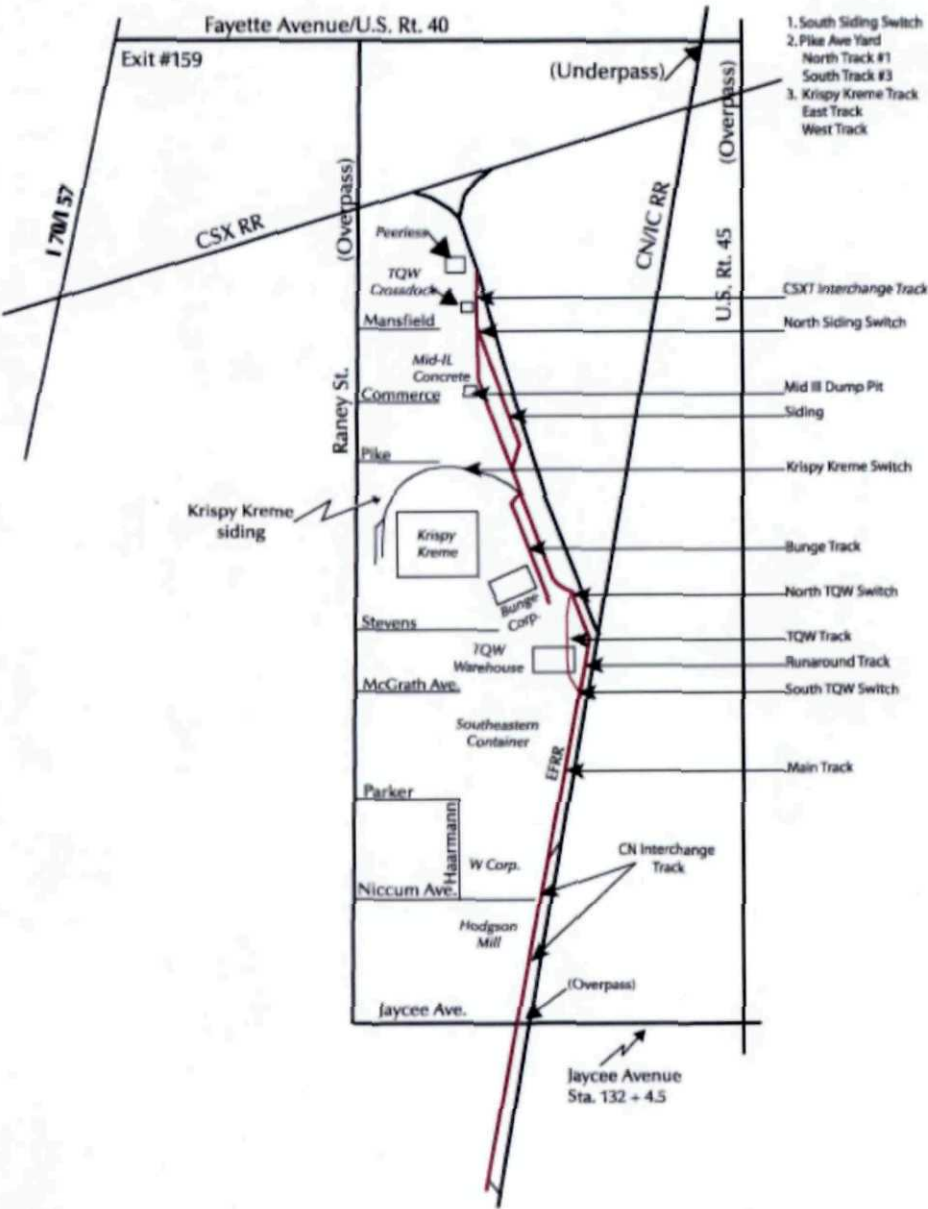


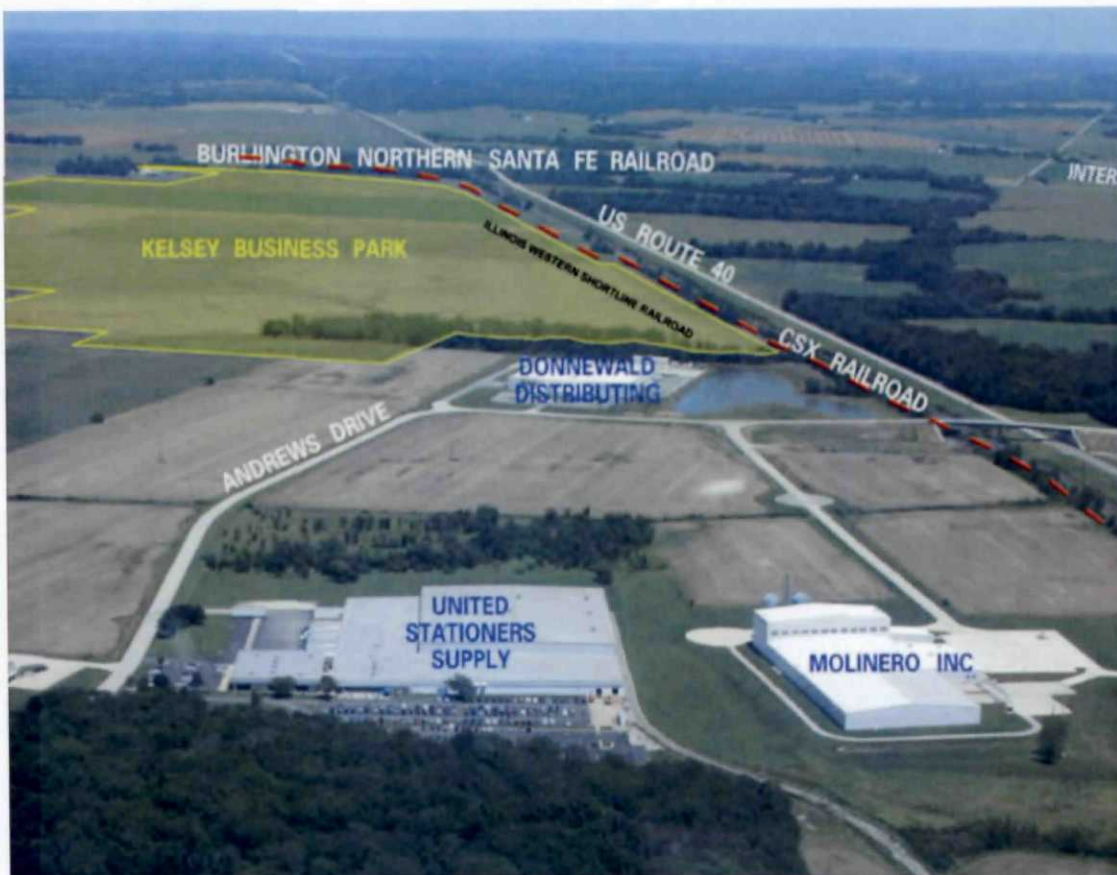
Google earth



Start

End






VERIFICATION

COMMONWEALTH OF ILLINOIS)
) SS
COUNTY OF FAYETTE)

Charles Barchfanger, Jr , being duly sworn on oath, deposes and states that he has read the foregoing notice, that he knows the contents thereof, and that the facts therein stated are true and correct.


Charles Barenfanger, Jr.

SUBSCRIBED and SWORN
To before me this 15th day of
June, 2013

Amy B Houston
Notary Public

My commission expires: 7/28/15



CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 35744)

**CHARLES BARENFANGER, JR. and AGRACEL, INC. –
CONTINUANCE IN EXEMPTION – VANDALIA RAILROAD COMPANY**

Charles Barenfanger, Jr. and Agracel, Inc. ("Applicants") have filed a Verified Notice of Exemption from 49 U.S.C. § 11323 for its continuance in control of Vandalia Railroad Company ("Vandalia") upon Applicants acquiring Vandalia's common stock. Vandalia presently operates 3.45 miles of former Illinois Central Railroad Mainline between mile posts 689.09 and 692.54 in Vandalia, Illinois. The parties intend to consummate that transaction no sooner than 30 days after filing the Notice of Exemption.

Applicants own the following rail carriers: Elftingham Railroad Company and Illinois Western Railroad Company

The proposed continuance in control transaction is exempt from the prior approval requirements of 49 U.S.C. § 11323 by virtue of 49 C.F.R. § 1180.2(d)(2) because Applicants have certified that (1) the properties operated by Vandalia and the rail carriers identified above do not connect with each other, (2) the continuance in control is not part of a series of anticipated transactions that would connect those carriers with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I carrier

Vandalia and other railroads are all Class III carriers and therefore no labor protective conditions apply.

Petitions to revoke the exemption under 49 U.S.C. § 10502(d) can be filed at any time. The filing of a Petition to Revoke will not automatically stay the proposed transaction. If the Notice of Exemption contains false or misleading information, the exemption is void *ab initio*. Any petitions to revoke filed with the Board must be served on Applicants' representative John M. Robinson, Vinson & Elkins LLP, 2200 Pennsylvania Avenue, NW, Suite 500 West, Washington, DC 20037-1701; Telephone: 202.639.6530; Facsimile: 202.639.6604; email: jrobinson@velaw.com.

By the Board
